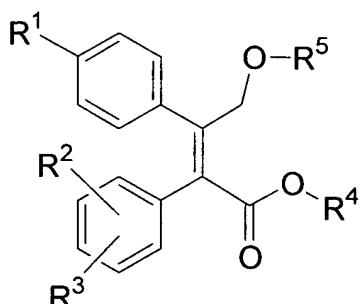


Amendments to the Claims:

This listing of claims replaces all prior versions, and listings, of claims in the application:

Listing of Claims:

1. (original) A compound of Formula I



I

or a pharmaceutically acceptable salt thereof, wherein

R¹ is selected from the group consisting of:

- (a) S(O)₂CH₃,
- (b) S(O)₂NH₂,
- (c) S(O)₂NHC(O)CF₃,
- (d) S(O)(NH)CH₃,
- (e) S(O)(NH)NH₂,
- (f) S(O)(NH)NHC(O)CF₃,
- (g) P(O)(CH₃)OH, and
- (h) P(O)(CH₃)NH₂;

R² and R³ each are independently selected from the group consisting of:

- (a) hydrogen,
- (b) halo,
- (c) C₁₋₆alkoxy,
- (d) C₁₋₆alkylthio,

- (e) CN,
- (f) CF₃,
- (g) C₁₋₆alkyl, and
- (h) N₃;

R⁴ is selected from the group consisting of

- (a) hydrogen,
- (b) C₁₋₆alkyl, optionally substituted with 1-3 substituents independently selected from the group consisting of:
 - (i) halo,
 - (ii) phenyl, naphthyl or HET¹, each of said phenyl, naphthyl or HET¹ being optionally substituted with 1-3 substituents independently selected from the group consisting of: halo, C₁₋₆alkyl, C₁₋₆alkoxy, C₁₋₆alkylthio, OH, CN, CF₃, and CO₂R⁶,
 - (iii) N(Rⁱ)Rⁱⁱ, wherein Rⁱ and Rⁱⁱ are each independently selected from the group consisting of hydrogen and C₁₋₄alkyl,
 - (iv) -CO₂Rⁱⁱⁱ, wherein Rⁱⁱⁱ is hydrogen or C₁₋₄alkyl,
- (c) phenyl, naphthyl or HET², each optionally substituted with 1-3 substituents independently selected from the group consisting of: halo, C₁₋₆alkyl, C₁₋₆alkoxy, C₁₋₆alkylthio, OH, CN, CF₃, and CO₂R⁶;

R⁵ is selected from the group consisting of:

- (a) -NO_s,
- (b) -C(O)-E-C₁₋₁₀alkyl-W-NO_s,
- (c)

$$\begin{array}{ccccccc} & \text{O} & & & (\text{R}^{\text{a}})_{0-3} & & \\ & \parallel & & & | & & \\ & \text{---C---E---C}_{0-6}\text{alkyl---Ar---C}_{0-6}\text{alkyl---W---NO}_s, & & & & & \end{array}$$

wherein:

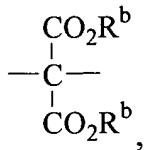
each s is independently 1 or 2,

E is a bond, oxygen, sulfur or -C(O)-O-,

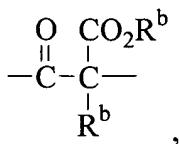
each W is independently selected from the group consisting of:

- (1) oxygen,
- (2) sulfur,

(3)



(4)



Ar is selected from the group consisting of: phenyl, naphthyl and HET³,

each R^a is independently selected from the group consisting of:

- (1) halo,
- (2) C₁₋₆alkyl,
- (3) C₁₋₆alkoxy,
- (4) C₁₋₆alkylthio,
- (5) OH,
- (6) CN,
- (7) CF₃,
- (8) CO₂R⁷, and
- (9) C₀₋₆alkyl-W-NO_S;

each R^b is independently selected from the group consisting of:

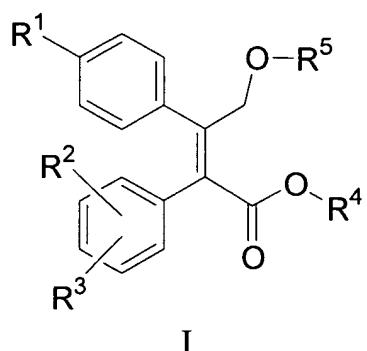
- (1) C₁₋₆alkyl, optionally substituted with 1-3 halo groups or optionally substituted with phenyl, naphthyl or HET⁴, each of said phenyl, naphthyl or HET⁴ being optionally substituted with 1-3 substituents independently selected from the group consisting of: halo, C₁₋₆alkyl, C₁₋₆alkoxy, C₁₋₆alkylthio, OH, CN, CF₃, and CO₂R⁸; and
- (2) phenyl, naphthyl or HET⁵, each optionally substituted with 1-3 substituents independently selected from the group consisting of: halo, C₁₋₆alkyl, C₁₋₆alkoxy, C₁₋₆alkylthio, OH, CN, CF₃, and CO₂R⁸;

R⁶, R⁷ and R⁸ are each independently selected from the group consisting of

- (a) hydrogen,
- (b) C₁-6alkyl; and

HET¹, HET², HET³, HET⁴ and HET⁵ are each independently selected from the group consisting of: benzimidazolyl, benzofuranyl, benzopyrazolyl, benzotriazolyl, benzothiophenyl, benzoxazolyl, carbazolyl, carbolinyl, cinnolinyl, furanyl, imidazolyl, indolinyl, indolyl, indolazinyl, indazolyl, isobenzofuranyl, isoindolyl, isoquinolyl, isothiazolyl, isoxazolyl, naphthyridinyl, oxadiazolyl, oxazolyl, pyrazinyl, pyrazolyl, pyridopyridinyl, pyridazinyl, pyridyl, pyrimidyl, pyrrolyl, quinazolinyl, quinolyl, quinoxaliny, thiadiazolyl, thiazolyl, thienyl, triazolyl, azetidinyl, 1,4-dioxanyl, hexahydroazepinyl, piperazinyl, piperidinyl, pyrrolidinyl, morpholinyl, thiomorpholinyl, dihydrobenzimidazolyl, dihydrobenzofuranyl, dihydrobenzothiophenyl, dihydrobenzoxazolyl, dihydrofuran, dihydroimidazolyl, dihydroindolyl, dihydroisooxazolyl, dihydroisothiazolyl, dihydrooxadiazolyl, dihydrooxazolyl, dihydropyrazinyl, dihydropyrazolyl, dihydropyridinyl, dihydropyrimidinyl, dihydropyrrolyl, dihydroquinolinyl, dihydrotetrazolyl, dihydrothiadiazolyl, dihydrothiazolyl, dihydrothienyl, dihydrotriazolyl, dihydroazetidinyl, methylenedioxybenzoyl, tetrahydrofuran, and tetrahydrothienyl.

2. (original) A compound according to Claim 1 of Formula I



or a pharmaceutically acceptable salt thereof, wherein

R¹ is selected from the group consisting of:

- (a) S(O)2CH₃,
- (b) S(O)2NH₂,
- (c) S(O)2NHC(O)CF₃,
- (d) S(O)(NH)CH₃,
- (e) S(O)(NH)NH₂,
- (f) S(O)(NH)NHC(O)CF₃,
- (g) P(O)(CH₃)OH, and
- (h) P(O)(CH₃)NH₂;

R² and R³ each are independently selected from the group consisting of:

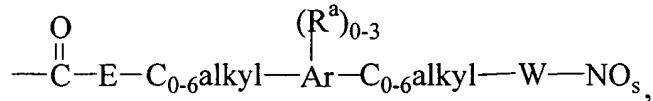
- (a) hydrogen,
- (b) halo,
- (c) C₁-6alkoxy,
- (d) C₁-6alkylthio,
- (e) CN,
- (f) CF₃,
- (g) C₁-6alkyl, and
- (h) N₃;

R⁴ is selected from the group consisting of

- (a) hydrogen,
- (b) C₁-6alkyl, optionally substituted with 1-3 halo groups or optionally substituted with phenyl, naphthyl or HET¹, each of said phenyl, naphthyl or HET¹ being optionally substituted with 1-3 substituents independently selected from the group consisting of: halo, C₁-6alkyl, C₁-6alkoxy, C₁-6alkylthio, OH, CN, CF₃, and CO₂R⁶;
- (c) phenyl, naphthyl or HET², each optionally substituted with 1-3 substituents independently selected from the group consisting of: halo, C₁-6alkyl, C₁-6alkoxy, C₁-6alkylthio, OH, CN, CF₃, and CO₂R⁶;

R⁵ is selected from the group consisting of:

- (a) -NO_s,
- (b) -C(O)-E-C₁-10alkyl-W-NO_s,
- (c)



wherein:

each s is independently 1 or 2,

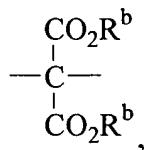
E is a bond, oxygen, sulfur or $-\text{C}(\text{O})\text{---O}-$,

each W is independently selected from the group consisting of:

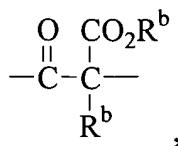
(1) oxygen,

(2) sulfur,

(3)



(4)



Ar is selected from the group consisting of: phenyl, naphthyl and HET³,

each Ra is independently selected from the group consisting of:

(1) halo,

(2) C₁₋₆alkyl,

(3) C₁₋₆alkoxy,

(4) C₁₋₆alkylthio,

(5) OH,

(6) CN,

(7) CF₃,

(8) CO₂R⁷, and

(9) C₀₋₆alkyl-W-NO_s;

each Rb is independently selected from the group consisting of:

(1) C₁₋₆alkyl, optionally substituted with 1-3 halo groups or optionally substituted with phenyl, naphthyl or HET⁴, each of said phenyl, naphthyl or HET⁴ being optionally substituted with 1-3 substituents

independently selected from the group consisting of: halo, C₁-6alkyl, C₁-6alkoxy, C₁-6alkylthio, OH, CN, CF₃, and CO₂R⁸; and

(2) phenyl, naphthyl or HET⁵, each optionally substituted with 1-3 substituents independently selected from the group consisting of: halo, C₁-6alkyl, C₁-6alkoxy, C₁-6alkylthio, OH, CN, CF₃, and CO₂R⁸;

R⁶, R⁷ and R⁸ are each independently selected from the group consisting of

(a) hydrogen,
(b) C₁-6alkyl; and

HET¹, HET², HET³, HET⁴ and HET⁵ are each independently selected from the group consisting of: benzimidazolyl, benzofuranyl, benzopyrazolyl, benzotriazolyl, benzothiophenyl, benzoxazolyl, carbazolyl, carbolinyl, cinnolinyl, furanyl, imidazolyl, indolinyl, indolyl, indolazinyl, indazolyl, isobenzofuranyl, isoindolyl, isoquinolyl, isothiazolyl, isoxazolyl, naphthyridinyl, oxadiazolyl, oxazolyl, pyrazinyl, pyrazolyl, pyridopyridinyl, pyridazinyl, pyridyl, pyrimidyl, pyrrolyl, quinazolinyl, quinolyl, quinoxalinyl, thiadiazolyl, thiazolyl, thienyl, triazolyl, azetidinyl, 1,4-dioxanyl, hexahydroazepinyl, piperazinyl, piperidinyl, pyrrolidinyl, morpholinyl, thiomorpholinyl, dihydrobenzimidazolyl, dihydrobenzofuranyl, dihydrobenzothiophenyl, dihydrobenzoxazolyl, dihydrofuranyl, dihydroimidazolyl, dihydroindolyl, dihydroisooxazolyl, dihydroisothiazolyl, dihydrooxadiazolyl, dihydrooxazolyl, dihydropyrazinyl, dihydropyrazolyl, dihydropyridinyl, dihydropyrimidinyl, dihydropyrrolyl, dihydroquinolinyl, dihydrotetrazolyl, dihydrothiadiazolyl, dihydrothiazolyl, dihydrothienyl, dihydrotriazolyl, dihydroazetidinyl, methylenedioxybenzoyl, tetrahydrofuranyl, and tetrahydrothienyl.

3. (original) The compound according to Claim 2 wherein

R¹ is S(O)₂CH₃, and

R² and R³ are both hydrogen.

4. (original) The compound according to Claim 3 wherein:

R⁴ is C₁-6alkyl, optionally substituted with 1-3 halo groups or optionally substituted with phenyl, naphthyl or HET¹, each of said phenyl, naphthyl or HET¹ being optionally substituted with 1-3 substituents independently selected from the group consisting of: halo, C₁-6alkyl, C₁-6alkoxy, C₁-6alkylthio, OH, CN, CF₃, and CO₂R⁶;

R⁶ is selected from the group consisting of

- (a) hydrogen,
- (b) C₁-6alkyl; and

HET¹ is selected from the group consisting of: benzimidazolyl, benzofuranyl, benzopyrazolyl, benzotriazolyl, benzothiophenyl, benzoxazolyl, carbazolyl, carbolinyl, cinnolinyl, furanyl, imidazolyl, indolinyl, indolyl, indolazinyl, indazolyl, isobenzofuranyl, isoindolyl, isoquinolyl, isothiazolyl, isoxazolyl, naphthyridinyl, oxadiazolyl, oxazolyl, pyrazinyl, pyrazolyl, pyridopyridinyl, pyridazinyl, pyridyl, pyrimidyl, pyrrolyl, quinazolinyl, quinolyl, quinoxaliny, thiadiazolyl, thiazolyl, thienyl, triazolyl, azetidinyl, 1,4-dioxanyl, hexahydroazepinyl, piperazinyl, piperidinyl, pyrrolidinyl, morpholinyl, thiomorpholinyl, dihydrobenzimidazolyl, dihydrobenzofuranyl, dihydrobenzothiophenyl, dihydrobenzoxazolyl, dihydrofuranyl, dihydroimidazolyl, dihydroindolyl, dihydroisooxazolyl, dihydroisothiazolyl, dihydrooxadiazolyl, dihydrooxazolyl, dihydropyrazinyl, dihydropyrazolyl, dihydropyridinyl, dihydropyrimidinyl, dihydropyrrolyl, dihydroquinolinyl, dihydrotetrazolyl, dihydrothiadiazolyl, dihydrothiazolyl, dihydrothienyl, dihydrotriazolyl, dihydroazetidinyl, methylenedioxybenzoyl, tetrahydrofuranyl, and tetrahydrothienyl.

5. (original) The compound according to Claim 4 wherein R⁴ is methyl, ethyl, propyl or isopropyl.

6. (original) The compound according to Claim 3 wherein:

R⁴ is phenyl, naphthyl or HET², each optionally substituted with 1-3 substituents independently selected from the group consisting of: halo, C₁-6alkyl, C₁-6alkoxy, C₁-6alkylthio, OH, CN, CF₃, and CO₂R⁶;

R⁶ is selected from the group consisting of

- (a) hydrogen,
- (b) C₁-6alkyl; and

HET² is selected from the group consisting of: benzimidazolyl, benzofuranyl, benzopyrazolyl, benzotriazolyl, benzothiophenyl, benzoxazolyl, carbazolyl, carbolinyl, cinnolinyl, furanyl, imidazolyl, indolinyl, indolyl, indolazinyl, indazolyl, isobenzofuranyl, isoindolyl, isoquinolyl, isothiazolyl, isoxazolyl, naphthyridinyl, oxadiazolyl, oxazolyl, pyrazinyl, pyrazolyl, pyridopyridinyl, pyridazinyl, pyridyl, pyrimidyl, pyrrolyl, quinazolinyl, quinolyl, quinoxalinyl, thiadiazolyl, thiazolyl, thienyl, triazolyl, azetidinyl, 1,4-dioxanyl, hexahydroazepinyl, piperazinyl, piperidinyl, pyrrolidinyl, morpholinyl, thiomorpholinyl, dihydrobenzimidazolyl, dihydrobenzofuranyl, dihydrobenzothiophenyl, dihydrobenzoxazolyl, dihydrofuranyl, dihydroimidazolyl, dihydroindolyl, dihydroisooxazolyl, dihydroisothiazolyl, dihydrooxadiazolyl, dihydrooxazolyl, dihydropyrazinyl, dihydropyrazolyl, dihydropyridinyl, dihydropyrimidinyl, dihydropyrrolyl, dihydroquinolinyl, dihydrotetrazolyl, dihydrothiadiazolyl, dihydrothiazolyl, dihydrothienyl, dihydrotriazolyl, dihydroazetidinyl, methylenedioxybenzoyl, tetrahydrofuranyl, and tetrahydrothienyl.

7. (original) The compound according to Claim 3 wherein R⁵ is -NO_s, wherein s is 1 or 2.

8. (original) The compound according to Claim 3 wherein R⁵ is -C(O)-E-C₁-10alkyl-W-NO_s, wherein:

s is 1 or 2,

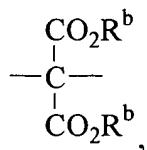
E is a bond, oxygen, sulfur or -C(O)-O-,

W is selected from the group consisting of:

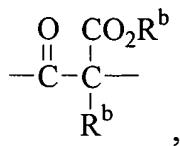
(1) oxygen,

(2) sulfur,

(3)



(4)



each R^b is independently selected from the group consisting of:

(1) C₁-6alkyl, optionally substituted with 1-3 halo groups or optionally substituted with phenyl, naphthyl or HET⁴, each of said phenyl, naphthyl or HET⁴ being optionally substituted with 1-3 substituents independently selected from the group consisting of: halo, C₁-6alkyl, C₁-6alkoxy, C₁-6alkylthio, OH, CN, CF₃, and CO₂R⁸; and

(2) phenyl, naphthyl or HET⁵, each optionally substituted with 1-3 substituents independently selected from the group consisting of: halo, C₁-6alkyl, C₁-6alkoxy, C₁-6alkylthio, OH, CN, CF₃, and CO₂R⁸;

R⁸ is selected from the group consisting of

(a) hydrogen and
(b) C₁-6alkyl; and

HET⁴ and HET⁵ are each independently selected from the group consisting of: benzimidazolyl, benzofuranyl, benzopyrazolyl, benzotriazolyl, benzothiophenyl, benzoxazolyl, carbazolyl, carbolinyl, cinnolinyl, furanyl, imidazolyl, indolinyl, indolyl, indolazinyl, indazolyl, isobenzofuranyl, isoindolyl, isoquinolyl, isothiazolyl, isoxazolyl, naphthyridinyl, oxadiazolyl, oxazolyl, pyrazinyl, pyrazolyl, pyridopyridinyl, pyridazinyl,

pyridyl, pyrimidyl, pyrrolyl, quinazolinyl, quinolyl, quinoxaliny, thiadiazolyl, thiazolyl, thienyl, triazolyl, azetidinyl, 1,4-dioxanyl, hexahydroazepinyl, piperazinyl, piperidinyl, pyrrolidinyl, morpholinyl, thiomorpholinyl, dihydrobenzimidazolyl, dihydrobenzofuranyl, dihydrobenzothiophenyl, dihydrobenzoxazolyl, dihydrofuranyl, dihydroimidazolyl, dihydroindolyl, dihydroisooxazolyl, dihydroisothiazolyl, dihydrooxadiazolyl, dihydrooxazolyl, dihydropyrazinyl, dihydropyrazolyl, dihydropyridinyl, dihydropyrimidinyl, dihydropyrrolyl, dihydroquinolinyl, dihydrotetrazolyl, dihydrothiadiazolyl, dihydrothiazolyl, dihydrothienyl, dihydrotriazolyl, dihydroazetidinyl, methylenedioxybenzoyl, tetrahydrofuranyl, and tetrahydrothienyl.

9.(original) The compound according to Claim 8 wherein:

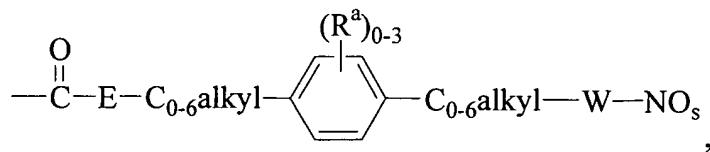
E is a bond or oxygen;

s is 2;

W is oxygen; and

R⁴ is hydrogen, methyl, ethyl, propyl or isopropyl.

10. (original) The compound according to Claim 3 wherein R⁵ is



wherein:

each s independently 1 or 2,

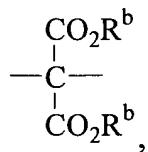
E is a bond, oxygen, sulfur or -C(O)-O-,

each W is independently selected from the group consisting of:

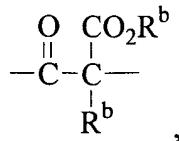
- (1) oxygen,

(2) sulfur,

(3)



(4)



each Ra is independently selected from the group consisting of:

- (1) halo,
- (2) C1-6alkyl,
- (3) C1-6alkoxy,
- (4) C1-6alkylthio,
- (5) OH,
- (6) CN,
- (7) CF₃,
- (8) CO₂R⁷, and
- (9) C0-6alkyl-W-NO_S;

each Rb is independently selected from the group consisting of:

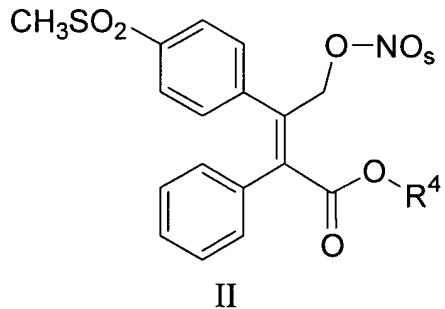
- (1) C1-6alkyl, optionally substituted with 1-3 halo groups or optionally substituted with phenyl, naphthyl or HET⁴, each of said phenyl, naphthyl or HET⁴ being optionally substituted with 1-3 substituents independently selected from the group consisting of: halo, C1-6alkyl, C1-6alkoxy, C1-6alkylthio, OH, CN, CF₃, and CO₂R⁸; and
- (2) phenyl, naphthyl or HET⁵, each optionally substituted with 1-3 substituents independently selected from the group consisting of: halo, C1-6alkyl, C1-6alkoxy, C1-6alkylthio, OH, CN, CF₃, and CO₂R⁸;

R⁷ and R⁸ is selected from the group consisting of

- (a) hydrogen and
- (b) C1-6alkyl; and

HET⁴ and HET⁵ are each independently selected from the group consisting of: benzimidazolyl, benzofuranyl, benzopyrazolyl, benzotriazolyl, benzothiophenyl, benzoxazolyl, carbazolyl, carbolinyl, cinnolinyl, furanyl, imidazolyl, indolinyl, indolyl, indolazinyl, indazolyl, isobenzofuranyl, isoindolyl, isoquinolyl, isothiazolyl, isoxazolyl, naphthyridinyl, oxadiazolyl, oxazolyl, pyrazinyl, pyrazolyl, pyridopyridinyl, pyridazinyl, pyridyl, pyrimidyl, pyrrolyl, quinazolinyl, quinolyl, quinoxalinyl, thiadiazolyl, thiazolyl, thienyl, triazolyl, azetidinyl, 1,4-dioxanyl, hexahydroazepinyl, piperazinyl, piperidinyl, pyrrolidinyl, morpholinyl, thiomorpholinyl, dihydrobenzimidazolyl, dihydrobenzofuranyl, dihydrobenzothiophenyl, dihydrobenzoxazolyl, dihydrofuranyl, dihydroimidazolyl, dihydroindolyl, dihydroisooxazolyl, dihydroisothiazolyl, dihydrooxadiazolyl, dihydrooxazolyl, dihydropyrazinyl, dihydropyrazolyl, dihydropyridinyl, dihydropyrimidinyl, dihydropyrrolyl, dihydroquinolinyl, dihydrotetrazolyl, dihydrothiadiazolyl, dihydrothiazolyl, dihydrothienyl, dihydrotriazolyl, dihydroazetidinyl, methylenedioxybenzoyl, tetrahydrofuranyl, and tetrahydrothienyl.

11. (original) A compound according to Claim 2 of Formula II



or a pharmaceutically acceptable salt thereof, wherein

R4 is selected from the group consisting of:

- (a) C₁-6alkyl, optionally substituted with 1-3 halo groups or optionally substituted with phenyl, naphthyl or HET¹, each of said phenyl, naphthyl or HET¹ being optionally substituted with 1-3 substituents independently selected from the group consisting of: halo, C₁-6alkyl, C₁-6alkoxy, C₁-6alkylthio, OH, CN, CF₃, and CO₂R⁶;
- (b) phenyl, naphthyl or HET², each optionally substituted with 1-3 substituents independently selected from the group consisting of: halo, C₁-6alkyl, C₁-6alkoxy, C₁-6alkylthio, OH, CN, CF₃, and CO₂R⁶;

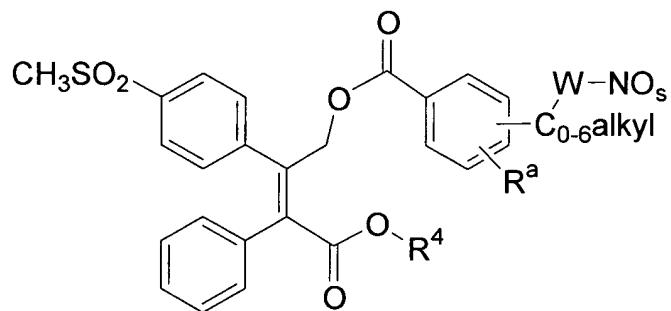
R⁶ is selected from the group consisting of

- (a) hydrogen and
- (b) C₁-6alkyl;

s is 1 or 2; and

HET¹ and HET² are each independently selected from the group consisting of: benzimidazolyl, benzofuranyl, benzopyrazolyl, benzotriazolyl, benzothiophenyl, benzoxazolyl, carbazolyl, carbolinyl, cinnolinyl, furanyl, imidazolyl, indolinyl, indolyl, indolazinyl, indazolyl, isobenzofuranyl, isoindolyl, isoquinolyl, isothiazolyl, isoxazolyl, naphthyridinyl, oxadiazolyl, oxazolyl, pyrazinyl, pyrazolyl, pyridopyridinyl, pyridazinyl, pyridyl, pyrimidyl, pyrrolyl, quinazolinyl, quinolyl, quinoxalinyl, thiadiazolyl, thiazolyl, thienyl, triazolyl, azetidinyl, 1,4-dioxanyl, hexahydroazepinyl, piperazinyl, piperidinyl, pyrrolidinyl, morpholinyl, thiomorpholinyl, dihydrobenzimidazolyl, dihydrobenzofuranyl, dihydrobenzothiophenyl, dihydrobenzoxazolyl, dihydrofuranyl, dihydroimidazolyl, dihydroindolyl, dihydroisooxazolyl, dihydroisothiazolyl, dihydrooxadiazolyl, dihydrooxazolyl, dihydropyrazinyl, dihydropyrazolyl, dihydropyridinyl, dihydropyrimidinyl, dihydropyrrolyl, dihydroquinolinyl, dihydrotetrazolyl, dihydrothiadiazolyl, dihydrothiazolyl, dihydrothienyl, dihydrotriazolyl, dihydroazetidinyl, methylenedioxybenzoyl, tetrahydrofuranyl, and tetrahydrothienyl.

15. (original) A compound according to Claim 2 of Formula III



III

or a pharmaceutically acceptable salt thereof, wherein

R^4 is selected from the group consisting of:

- (a) C1-6alkyl, optionally substituted with 1-3 halo groups or optionally substituted with phenyl, naphthyl or HET¹, each of said phenyl, naphthyl or HET¹ being optionally substituted with 1-3 substituents independently selected from the group consisting of: halo, C1-6alkyl, C1-6alkoxy, C1-6alkylthio, OH, CN, CF_3 , and CO_2R^6 ;
- (b) phenyl, naphthyl or HET², each optionally substituted with 1-3 substituents independently selected from the group consisting of: halo, C1-6alkyl, C1-6alkoxy, C1-6alkylthio, OH, CN, CF_3 , and CO_2R^6 ;

R^6 is selected from the group consisting of

- (a) hydrogen,
- (b) C1-6alkyl;

R^a is hydrogen or $\text{C}_{0-6}\text{alkyl-W-NO}_s$.

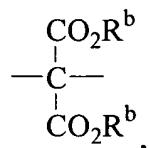
each s is independently 1 or 2,

each W is independently selected from the group consisting of:

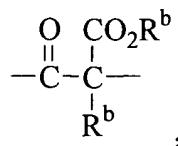
(1) oxygen,

(2) sulfur,

(3)



(4)



each R_b is independently selected from the group consisting of:

(1) C₁-6alkyl, optionally substituted with 1-3 halo groups or optionally substituted with phenyl, naphthyl or HET⁴, each of said phenyl, naphthyl or HET⁴ being optionally substituted with 1-3 substituents independently selected from the group consisting of: halo, C₁-6alkyl, C₁-6alkoxy, C₁-6alkylthio, OH, CN, CF₃, and CO₂R⁸; and

(2) phenyl, naphthyl or HET⁵, each optionally substituted with 1-3 substituents independently selected from the group consisting of: halo, C₁-6alkyl, C₁-6alkoxy, C₁-6alkylthio, OH, CN, CF₃, and CO₂R⁸;

R⁸ is selected from the group consisting of

(a) hydrogen,

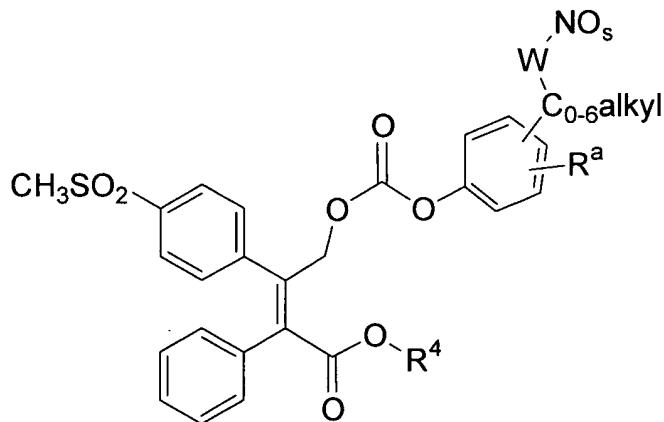
(b) C₁-6alkyl; and

HET¹, HET², HET⁴ and HET⁵ are each independently selected from the group consisting of: benzimidazolyl, benzofuranyl, benzopyrazolyl, benzotriazolyl, benzothiophenyl, benzoxazolyl, carbazolyl, carbolinyl, cinnolinyl, furanyl, imidazolyl, indolinyl, indolyl, indolazinyl, indazolyl, isobenzofuranyl, isoindolyl, isoquinolyl, isothiazolyl, isoxazolyl, naphthyridinyl, oxadiazolyl, oxazolyl, pyrazinyl, pyrazolyl, pyridopyridinyl, pyridazinyl, pyridyl, pyrimidyl, pyrrolyl, quinazolinyl, quinolyl,

quinoxalinyl, thiadiazolyl, thiazolyl, thienyl, triazolyl, azetidinyl, 1,4-dioxanyl, hexahydroazepinyl, piperazinyl, piperidinyl, pyrrolidinyl, morpholinyl, thiomorpholinyl, dihydrobenzimidazolyl, dihydrobenzofuranyl, dihydrobenzothiophenyl, dihydrobenzoxazolyl, dihydrofuranol, dihydroimidazolyl, dihydroindolyl, dihydroisooxazolyl, dihydroisothiazolyl, dihydrooxadiazolyl, dihydrooxazolyl, dihydropyrazinyl, dihydropyrazolyl, dihydropyridinyl, dihydropyrimidinyl, dihydropyrrolyl, dihydroquinolinyl, dihydrotetrazolyl, dihydrothiadiazolyl, dihydrothiazolyl, dihydrothienyl, dihydrotriazolyl, dihydroazetidinyl, methylenedioxybenzoyl, tetrahydrofuranol, and tetrahydrothienyl.

16 to 19. (canceled)

20. (original) A compound according to Claim 2 of Formula IV



IV

or a pharmaceutically acceptable salt thereof, wherein

R⁴ is selected from the group consisting of:

(a) C₁-6alkyl, optionally substituted with 1-3 halo groups or optionally substituted with phenyl, naphthyl or HET¹, each of said phenyl, naphthyl or HET¹ being optionally substituted with 1-3 substituents independently

selected from the group consisting of: halo, C₁₋₆alkyl, C₁₋₆alkoxy, C₁₋₆alkylthio, OH, CN, CF₃, and CO₂R⁶;

(b) phenyl, naphthyl or HET², each optionally substituted with 1-3 substituents independently selected from the group consisting of: halo, C₁₋₆alkyl, C₁₋₆alkoxy, C₁₋₆alkylthio, OH, CN, CF₃, and CO₂R⁶;

R⁶ is selected from the group consisting of

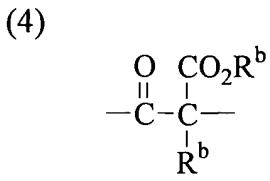
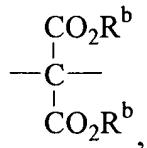
(a) hydrogen,
(b) C₁₋₆alkyl;

R^a is hydrogen or C₀₋₆alkyl-W-NO_s.

each s is independently 1 or 2;

each W is independently selected from the group consisting of:

(1) oxygen,
(2) sulfur,
(3)



each R_b is independently selected from the group consisting of:

(1) C₁₋₆alkyl, optionally substituted with 1-3 halo groups or optionally substituted with phenyl, naphthyl or HET⁴, each of said phenyl, naphthyl or HET⁴ being optionally substituted with 1-3 substituents independently selected from the group consisting of: halo, C₁₋₆alkyl, C₁₋₆alkoxy, C₁₋₆alkylthio, OH, CN, CF₃, and CO₂R⁸; and

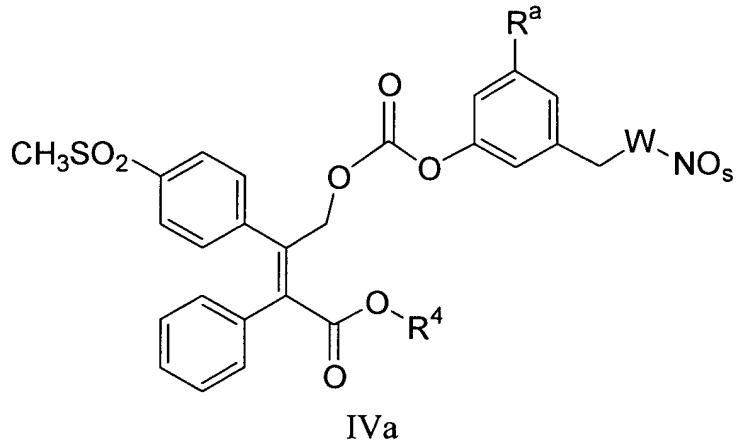
(2) phenyl, naphthyl or HET⁵, each optionally substituted with 1-3 substituents independently selected from the group consisting of: halo, C₁₋₆alkyl, C₁₋₆alkoxy, C₁₋₆alkylthio, OH, CN, CF₃, and CO₂R⁸;

R⁸ is selected from the group consisting of

- (a) hydrogen,
- (b) C₁₋₆alkyl; and

HET¹, HET², HET⁴ and HET⁵ are each independently selected from the group consisting of: benzimidazolyl, benzofuranyl, benzopyrazolyl, benzotriazolyl, benzothiophenyl, benzoxazolyl, carbazolyl, carbolinyl, cinnolinyl, furanyl, imidazolyl, indolinyl, indolyl, indolazinyl, indazolyl, isobenzofuranyl, isoindolyl, isoquinolyl, isothiazolyl, isoxazolyl, naphthyridinyl, oxadiazolyl, oxazolyl, pyrazinyl, pyrazolyl, pyridopyridinyl, pyridazinyl, pyridyl, pyrimidyl, pyrrolyl, quinazolinyl, quinolyl, quinoxalinyl, thiadiazolyl, thiazolyl, thienyl, triazolyl, azetidinyl, 1,4-dioxanyl, hexahydroazepinyl, piperazinyl, piperidinyl, pyrrolidinyl, morpholinyl, thiomorpholinyl, dihydrobenzimidazolyl, dihydrobenzofuranyl, dihydrobenzothiophenyl, dihydrobenzoxazolyl, dihydrofuranol, dihydroimidazolyl, dihydroindolyl, dihydroisooxazolyl, dihydroisothiazolyl, dihydrooxadiazolyl, dihydrooxazolyl, dihydropyrazinyl, dihydropyrazolyl, dihydropyridinyl, dihydropyrimidinyl, dihydropyrrolyl, dihydroquinolinyl, dihydrotetrazolyl, dihydrothiadiazolyl, dihydrothiazolyl, dihydrothienyl, dihydrotriazolyl, dihydroazetidinyl, methylenedioxybenzoyl, tetrahydrofuranol, and tetrahydrothienyl.

21. (original) The compound according to Claim 20 of Formula IVa



or a pharmaceutically acceptable salt thereof, wherein

R^4 is selected from the group consisting of:

- (a) C1-6alkyl, optionally substituted with 1-3 halo groups or optionally substituted with phenyl, naphthyl or HET¹, each of said phenyl, naphthyl or HET¹ being optionally substituted with 1-3 substituents independently selected from the group consisting of: halo, C1-6alkyl, C1-6alkoxy, C1-6alkylthio, OH, CN, CF₃, and CO₂R⁶;
- (b) phenyl, naphthyl or HET², each optionally substituted with 1-3 substituents independently selected from the group consisting of: halo, C1-6alkyl, C1-6alkoxy, C1-6alkylthio, OH, CN, CF₃, and CO₂R⁶;

R^6 is selected from the group consisting of

- (a) hydrogen,
- (b) C1-6alkyl;

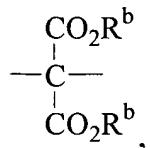
R^a is hydrogen or C0-6alkyl-W-NO_s.

each s is independently 1 or 2;

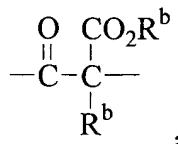
each W is independently selected from the group consisting of:

- (1) oxygen,
- (2) sulfur,

(3)



(4)



each R_b is independently selected from the group consisting of:

- (1) C₁-6alkyl, optionally substituted with 1-3 halo groups or optionally substituted with phenyl, naphthyl or HET⁴, each of said phenyl, naphthyl or HET⁴ being optionally substituted with 1-3 substituents independently selected from the group consisting of: halo, C₁-6alkyl, C₁-6alkoxy, C₁-6alkylthio, OH, CN, CF₃, and CO₂R⁸; and
- (2) phenyl, naphthyl or HET⁵, each optionally substituted with 1-3 substituents independently selected from the group consisting of: halo, C₁-6alkyl, C₁-6alkoxy, C₁-6alkylthio, OH, CN, CF₃, and CO₂R⁸;

R⁸ is selected from the group consisting of

- (a) hydrogen,
- (b) C₁-6alkyl; and

HET¹, HET², HET⁴ and HET⁵ are each independently selected from the group consisting of: benzimidazolyl, benzofuranyl, benzopyrazolyl, benzotriazolyl, benzothiophenyl, benzoxazolyl, carbazolyl, carbolinyl, cinnolinyl, furanyl, imidazolyl, indolinyl, indolyl, indolazinyl, indazolyl, isobenzofuranyl, isoindolyl, isoquinolyl, isothiazolyl, isoxazolyl, naphthyridinyl, oxadiazolyl, oxazolyl, pyrazinyl, pyrazolyl, pyridopyridinyl, pyridazinyl, pyridyl, pyrimidyl, pyrrolyl, quinazolinyl, quinolyl, quinoxalinyl, thiadiazolyl, thiazolyl, thienyl, triazolyl, azetidinyl, 1,4-dioxanyl, hexahydroazepinyl, piperazinyl, piperidinyl, pyrrolidinyl, morpholinyl, thiomorpholinyl, dihydrobenzimidazolyl, dihydrobenzofuranyl, dihydrobenzothiophenyl,

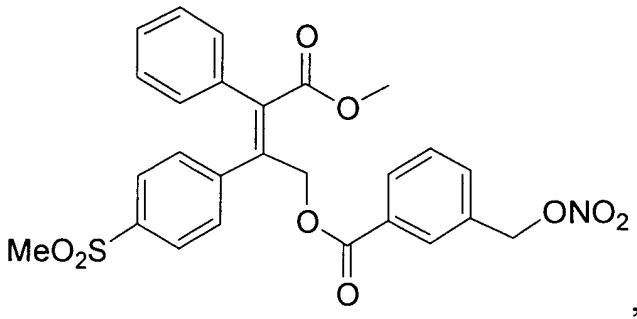
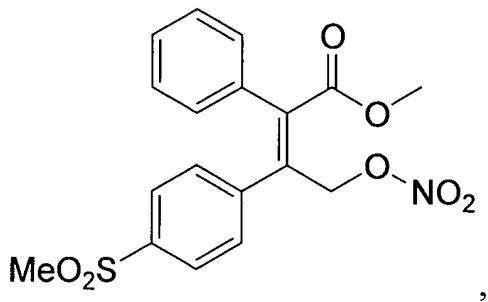
dihydrobenzoxazolyl, dihydrofuranyl, dihydroimidazolyl, dihydroindolyl, dihydroisooxazolyl, dihydroisothiazolyl, dihydrooxadiazolyl, dihydrooxazolyl, dihydropyrazinyl, dihydropyrazolyl, dihydropyridinyl, dihydropyrimidinyl, dihydropyrrolyl, dihydroquinolinyl, dihydrotetrazolyl, dihydrothiadiazolyl, dihydrothiazolyl, dihydrothienyl, dihydrotriazolyl, dihydroazetidinyl, methylenedioxybenzoyl, tetrahydrofuranyl, and tetrahydrothienyl.

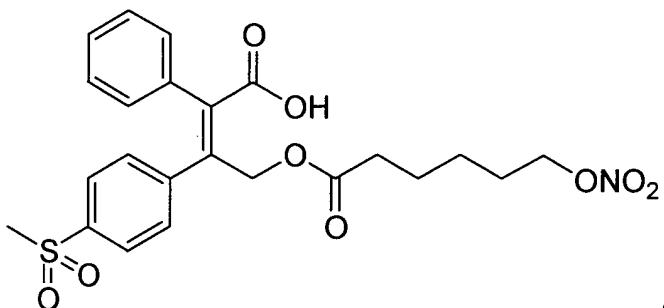
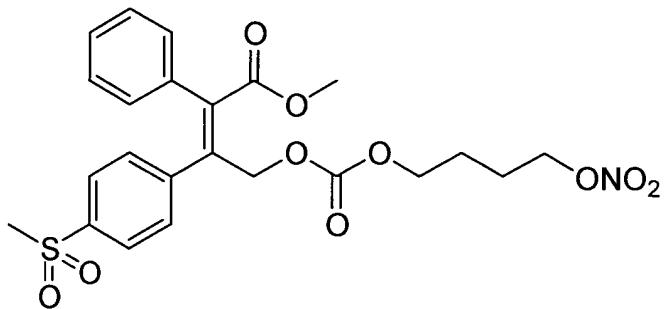
22 to 25. (canceled)

26. (original) The compound according to Claim 1 wherein: R⁴ is C₁-alkyl, mono-substituted with

- (i) N(Rⁱ)Rⁱⁱ, wherein Rⁱ and Rⁱⁱ are each independently selected from the group consisting of hydrogen and C₁₋₄alkyl or
- (ii) -CO₂Rⁱⁱⁱ, wherein Rⁱⁱⁱ is hydrogen or C₁₋₄alkyl.

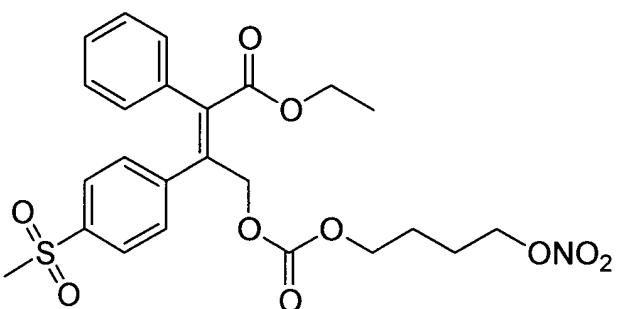
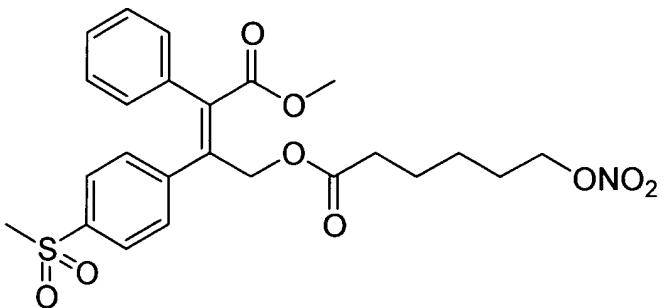
27. (original) A compound selected from the following group:

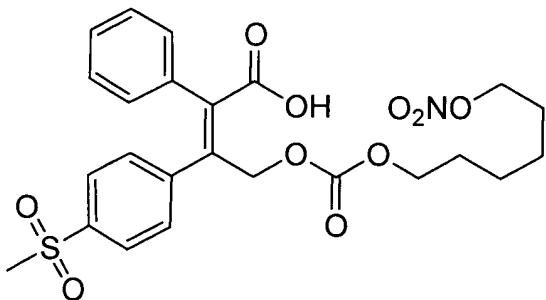




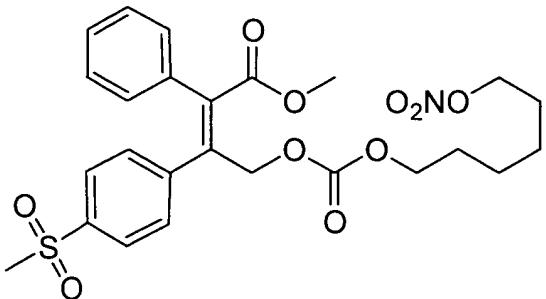
, or a pharmaceutically acceptable salt

thereof,

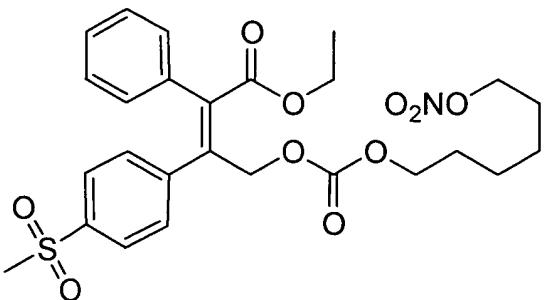




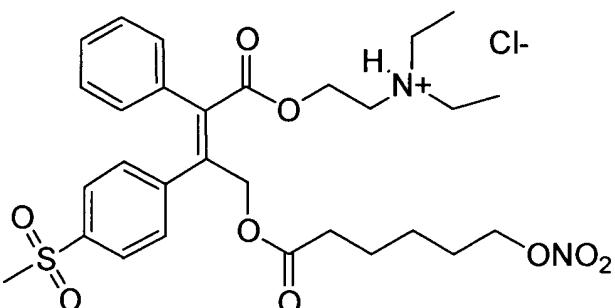
or a pharmaceutically acceptable salt thereof,



,

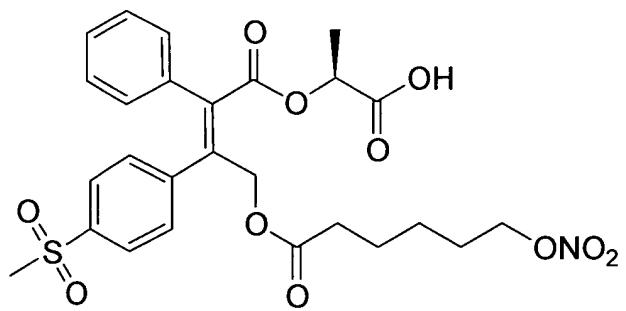
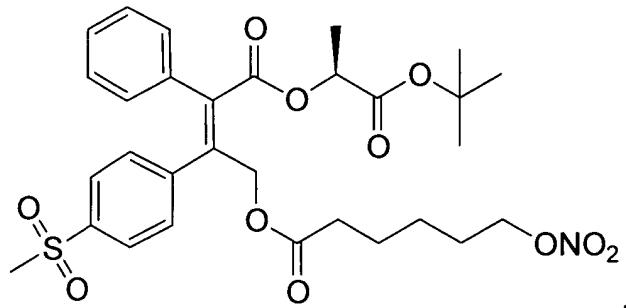


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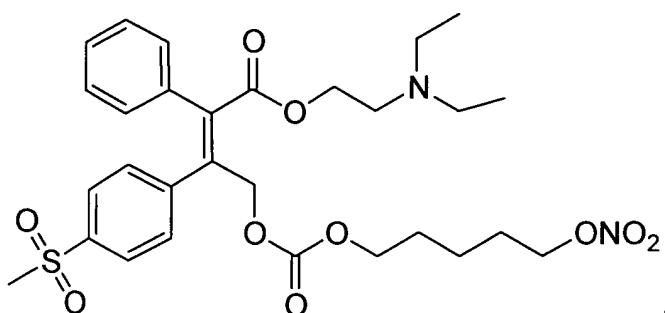
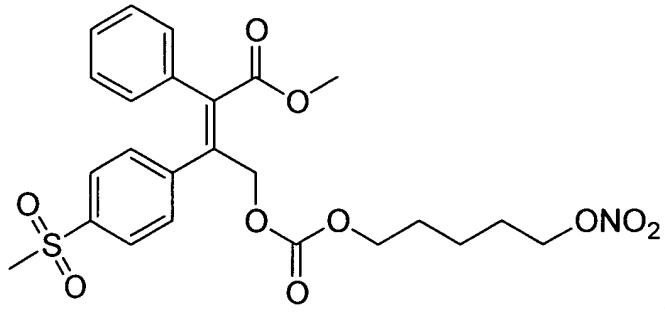
or a pharmaceutically acceptable salt

thereof,



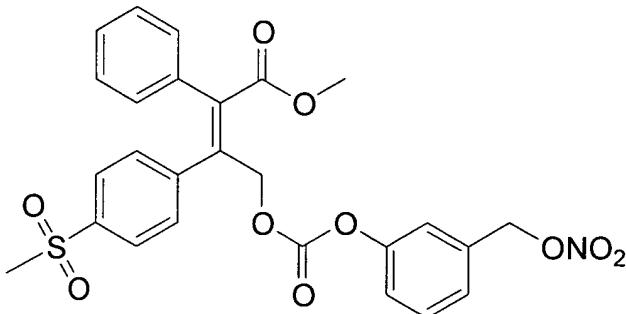
, or a pharmaceutically acceptable salt

thereof,



, or a pharmaceutically acceptable salt

thereof, and



28 to 31. (canceled)

32. (currently amended) A method for treating a chronic cyclooxygenase-2 mediated disease or condition and reducing the risk of a thrombotic cardiovascular event in a human patient in need of such treatment and at risk of a thrombotic cardiovascular event comprising orally concomitantly or sequentially administering to said patient a compound according to Claim 1 in an amount effective to treat the cyclooxygenase-2 mediated disease or condition and aspirin in an amount effective to reduce the risk of the thrombotic cardiovascular event, wherein said chronic cyclooxygenase-2 mediated disease or condition is selected from the group consisting of pain, fever and inflammation of a condition selected from the group consisting of rheumatic fever, symptoms associated with influenza or other viral infections, common cold, low back pain, neck pain, dysmenorrhea, headache, migraine, toothache, sprains and strains, neuralgia, synovitis, rheumatoid arthritis, osteoarthritis, gout, bursitis, burns, injuries, and pain and inflammation following surgical procedures and inhibition of the onset or progression of Alzheimer's disease.

33 to 40. (canceled)

41. (previously presented) A pharmaceutical composition comprising a compound of formula I according to claim 1, or a pharmaceutically acceptable salt thereof, and a pharmaceutically acceptable carrier.

42 to 44. (canceled)